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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
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14 SECURITIES AND EXCHANGE COMMISSION,
15 Plaintiff,
16 vs.
17 WILLIAM K. ICHIOKA,
18 Defendant.
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Case No.

[~~PROPOSED~~] JUDGMENT

1 The Securities and Exchange Commission having filed a complaint, and Defendant
 2 William K. Ichioka having entered a general appearance; consented to the Court's jurisdiction over
 3 Defendant and the subject matter of this action; consented to entry of this Judgment; waived
 4 findings of fact and conclusions of law; and waived any right to appeal from this Judgment:

5 I.

6 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
 7 permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the
 8 Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5
 9 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
 10 interstate commerce, or of the mails, or of any facility of any national securities exchange, in
 11 connection with the purchase or sale of any security:

- 12 (a) to employ any device, scheme, or artifice to defraud;
- 13 (b) to make any untrue statement of a material fact or to omit to state a material
 14 fact necessary in order to make the statements made, in the light of the
 15 circumstances under which they were made, not misleading; or
- 16 (c) to engage in any act, practice, or course of business which operates or
 17 would operate as a fraud or deceit upon any person.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal
 19 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
 20 actual notice of this Judgment by personal service or otherwise: (a) Defendant's officers, agents,
 21 servants, employees, and attorneys; and (b) other persons in active concert or participation with
 22 Defendant or with anyone described in (a).

23 II.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is
 25 permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the
 26 "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means
 27 or instruments of transportation or communication in interstate commerce or by use of the mails,
 28 directly or indirectly:

(a) to employ any device, scheme, or artifice to defraud;

(b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (the "Advisers Act") [15 U.S.C. §§ 80b-6(1) and 80b-6(2)], by the use of the mails or any means or instrumentality of interstate commerce, directly or indirectly:

(a) to employ any device, scheme, or artifice to defraud any client or prospective client; or

(b) to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that pursuant to Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)], Defendant is permanently restrained and

1 enjoined from directly or indirectly, including, but not limited to, through any entity owned or
 2 controlled by Defendant, participating in the issuance, purchase, offer, or sale of any securities,
 3 provided however, that such injunction shall not prevent Defendant from purchasing or selling
 4 securities for his own personal account.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal
 6 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
 7 actual notice of this Judgment by personal service or otherwise: (a) Defendant's officers, agents,
 8 servants, employees, and attorneys; and (b) other persons in active concert or participation with
 9 Defendant or with anyone described in (a).

10 V.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section
 12 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act [15
 13 U.S.C. § 77t(e)], Defendant is prohibited from acting as an officer or director of any issuer that has
 14 a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that
 15 is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

16 VI.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay
 18 disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to
 19 Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15
 20 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)]. The Court
 21 shall determine the amounts of the disgorgement and civil penalty upon motion of the
 22 Commission. Prejudgment interest shall be calculated from June 1, 2019, based on the rate of
 23 interest used by the Internal Revenue Service for the underpayment of federal income tax as set
 24 forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's motion for disgorgement
 25 and/or civil penalties, and at any hearing held on such a motion: (a) Defendant will be precluded
 26 from arguing that he did not violate the federal securities laws as alleged in the complaint; (b)
 27 Defendant may not challenge the validity of the Consent or this Judgment; (c) solely for the
 28 purposes of such motion, the allegations of the complaint shall be accepted as and deemed true by

1 the Court; and (d) the Court may determine the issues raised in the motion on the basis of
2 affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary
3 evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the
4 Federal Rules of Civil Procedure. In connection with the Commission's motion for disgorgement
5 and/or civil penalties, the parties may take discovery, including discovery from appropriate non-
6 parties.

7 VII.

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
9 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant
10 shall comply with all of the undertakings and agreements set forth therein.

11 VIII.

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, for purposes of
13 exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the
14 allegations in the complaint are true and admitted by Defendant, and further, any debt for
15 disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this
16 Judgment or any other judgment, order, consent order, decree or settlement agreement entered in
17 connection with this proceeding, is a debt for the violation by Defendant of the federal securities
18 laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the
19 Bankruptcy Code, 11 U.S.C. § 523(a)(19).
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IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Judgment.

IT IS SO ORDERED.

DATED: August 14, 2023


UNITED STATES DISTRICT JUDGE